

Littlejohns Barry  
Form 4  
October 17, 2018

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Littlejohns Barry

(Last) (First) (Middle)

C/O CATALENT, INC., 14  
SCHOOLHOUSE ROAD

(Street)

SOMERSET, NJ 08873

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Catalent, Inc. [CTLT]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/15/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

President, Biologics & SDD

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 10/15/2018                           |  | M <sup>(1)</sup>               |   | 87,500  | A  | \$ 14.86  |
| Common Stock                    | 10/15/2018                           |  | F <sup>(3)</sup>               |   | 58,940  | D  | \$ 41.64  |
| Common Stock                    | 10/15/2018                           |  | M <sup>(1)</sup>               |   | 23,408  | A  | \$ 14.86  |
| Common Stock                    | 10/15/2018                           |  | F <sup>(3)</sup>               |   | 15,768  | D  | \$ 41.64  |
| Common Stock                    | 10/15/2018                           |  | M <sup>(1)</sup>               |   | 4,783   | A  | \$ 14.86  |

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|              |            |                         |        |   |          |                        |   |
|--------------|------------|-------------------------|--------|---|----------|------------------------|---|
| Common Stock | 10/15/2018 | <u>F</u> <sup>(3)</sup> | 3,222  | D | \$ 41.64 | 75,479 <sup>(2)</sup>  | D |
| Common Stock | 10/15/2018 | <u>M</u> <sup>(1)</sup> | 29,120 | A | \$ 14.86 | 104,599 <sup>(2)</sup> | D |
| Common Stock | 10/15/2018 | <u>F</u> <sup>(3)</sup> | 19,616 | D | \$ 41.64 | 84,983 <sup>(2)</sup>  | D |
| Common Stock | 10/15/2018 | <u>S</u> <sup>(1)</sup> | 47,265 | D | \$ 41.64 | 37,718 <sup>(2)</sup>  | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Options to purchase Common Stock           | \$ 14.86   | 10/15/2018                           |  | <u>M</u> <sup>(1)</sup>        | 87,500  | <sup>(5)</sup> 09/15/2021                                | Common Stock 87,500   |
| Options to purchase Common Stock           | \$ 14.86   | 10/15/2018                           |  | <u>M</u> <sup>(1)</sup>        | 23,408  | <sup>(6)</sup> 09/15/2021                                | Common Stock 23,408   |
| Options to purchase Common Stock           | \$ 14.86   | 10/15/2018                           |  | <u>M</u> <sup>(1)</sup>        | 4,783   | 09/09/2016 09/15/2021                                    | Common Stock 4,783  |
| Options to                                 | \$ 14.86   | 10/15/2018                           |  | <u>M</u> <sup>(1)</sup>        | 29,120  | 09/09/2016 09/15/2021                                    | Common Stock 29,120   |

purchase  
Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| Littlejohns Barry<br>C/O CATALENT, INC.<br>14 SCHOOLHOUSE ROAD<br>SOMERSET, NJ 08873 |               |           | President, Biologics & SDD |       |

## Signatures

/s/ Jose Ibietatorremendia,  
attorney-in-fact

10/17/2018

\_\_Signature of Reporting Person                      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person in order to implement a plan of financial diversification.
  - (2) Includes restricted stock units.
  - (3) Represents shares withheld to pay the exercise price and applicable withholding taxes associated with the exercise of stock options pursuant to the Rule 10b5-1 trading plan noted in footnote 1.
  - (4) Volume-weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.50 to \$41.94, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
  - (5) On September 15, 2011, the reporting person was granted an option to purchase 87,500 shares of common stock of the Issuer, which vested and became exercisable in five equal annual installments beginning on September 15, 2012. (S1034)
  - (6) On September 15, 2011, the reporting person was granted options to purchase 29,260 shares of common stock of the Issuer, which vested and became exercisable in five equal annual installments (beginning on September 15, 2012) upon the satisfaction of certain performance criteria. The performance criteria were met in respect of 23,408 options. The remaining 5,852 options have been cancelled. (S1077)

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